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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Guru Online (Holdings) Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Guru Online (Holdings) Limited**  
**超凡網絡(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8121)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**  
**(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR; AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 3:30 p.m. on Friday, 6 August 2021 at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong is set out on pages 21 to 25 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular, together with a form of proxy, will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at [www.guruonline.com.hk](http://www.guruonline.com.hk).

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Acting in Concert Confirmation and Undertaking”	a deed of acting in concert confirmation and undertaking entered into among Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man Liza dated 2 January 2014, whereby they (i) confirmed that, since 1 April 2011, they have adopted a consensus building approach to reach decisions on a unanimous basis, voted as a group (by themselves and/or through companies controlled by them) in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company of the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (ii) have undertaken that, upon execution of this acting in concert confirmation and undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until this acting in concert confirmation and undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship
“AGM”	the annual general meeting of the Company to be held at 3:30 p.m. on Friday, 6 August 2021 at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong or any adjournment thereof for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in the Notice of AGM of which is set out on pages 21 to 25 of this circular
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	Guru Online (Holdings) Limited (Stock Code: 8121), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange

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## DEFINITIONS

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with unissued Shares for an aggregate number not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	18 June 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Memorandum”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“PRC”	the People’s Republic of China which for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase or repurchase the Shares of an aggregate number not exceeding 10% of the number of the Shares in issue as at the date of the passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“substantial shareholder(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time

“%”

per cent

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## LETTER FROM THE BOARD

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### **Guru Online (Holdings) Limited** **超凡網絡(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8121)**

*Executive Directors:*

Mr. Yip Shek Lun (*Chairman and Chief Executive Officer*)

Mr. Ng Chi Fung

Ms. Wan Wai Ting

*Non-Executive Director:*

Mr. Wang Zhong Lei

Ms. Cheung Laam

*Independent Non-executive Directors:*

Mr. Tso Ping Cheong, Brian

Mr. David Tsoi

Mr. Hong Ming Sang

Mr. Lam Tung Leung

*Registered Office:*

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

4/F., KOHO

73-75 Hung To Road

Kwun Tong

Hong Kong

28 June 2021

*To the Shareholders*

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**  
**(3) PROPOSED RE-APPOINTMENT OF THE AUDITOR; AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, the following resolutions will be proposed, among other things, for the Shareholders to approve:

- (a) the granting of the Issue Mandate to the Directors;
- (b) the granting of the Repurchase Mandate to the Directors;

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## LETTER FROM THE BOARD

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- (c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the number of the issued Shares purchased or repurchased under the Repurchase Mandate;
- (d) the re-election of the retiring Directors; and
- (e) the re-appointment of the auditor.

### ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with Shares pursuant to the ordinary resolution of the Shareholders passed on 7 August 2020. As at the Latest Practicable Date, the existing general mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to allot, issue and deal with unissued Shares for an aggregate number not exceeding 20% of the number of the issued Shares as at the date of the passing of the relevant resolution.

The Issue Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

### REPURCHASE MANDATE

The Directors have been granted a general unconditional mandate to exercise the power of the Company to purchase or repurchase the Shares pursuant to the ordinary resolutions of the Shareholders passed on 7 August 2020. As at the Latest Practicable Date, the existing repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all powers of the Company to purchase or repurchase Shares for an aggregate number not exceeding 10% of the number of the issued Shares as at the date of passing the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution is set out in the Appendix I to this circular.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 8 of the notice of the AGM.



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## **LETTER FROM THE BOARD**

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The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Company has in issue an aggregate of 1,667,200,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 333,440,000 new Shares and to repurchase a maximum of 166,720,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date until the AGM.

### **EXTENSION OF ISSUE MANDATE**

Subject to the passing of the ordinary resolutions of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount representing the number of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 9 of the notice of the AGM.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 112 of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 108(a) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Pursuant to Article 108(b) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

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## LETTER FROM THE BOARD

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In accordance with the above provisions of the Articles, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam will retire from office and, being eligible, offer themselves for re-election as executive Director (in the case of Mr. Ng Chi Fung and Ms. Wan Wai Ting) and non-executive Director (in the case of Ms. Cheung Laam) at the AGM.

Biographical details of each of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### **RECOMMENDATION OF THE NOMINATION COMMITTEE**

The nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam to the Board for it to recommend to Shareholders for re-election at the AGM. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the annual report of the Company for the year ended 31 March 2021. The Nomination Committee had also taken into account of the respective contributions of Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam to the Board and their commitment to their roles.

The biographical details of Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam are set out in Appendix II of this circular. The Board accepted Nomination Committee’s nominations and recommended Mr. Ng Chi Fung and Ms. Wan Wai Ting to stand for re-election as executive Director and Ms. Cheung Laam to stand for re-election as non-executive Director by Shareholders at the AGM. The Board considers that the re-election of Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam as Directors is in the best interest of the Company and Shareholders as a whole. Each of Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Cheung Laam abstained from the discussion and voting at the Board meeting regarding their respective nominations. Further information about the Board’s composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors’ attendance record at Board meetings and Board committee meetings has been disclosed in the corporate governance report in the annual report of the Company for the year ended 31 March 2021.

### **RE-APPOINTMENT OF THE AUDITOR**

SHINEWING (HK) CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

### **CLOSURE OF REGISTER**

The register of members of the Company will be closed from Monday, 2 August 2021 to Friday, 6 August 2021 (both dates inclusive), during which period no transfer of the Shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 30 July 2021.

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## LETTER FROM THE BOARD

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### AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong at 3:30 p.m. on Friday, 6 August 2021 is set out on pages 21 to 25 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular.

A form of proxy for use by the Shareholders in connection with the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

### VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the poll results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of the auditor of the Company are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Guru Online (Holdings) Limited**  
**Yip Shek Lun**  
*Chairman of the Board,  
Chief Executive Officer and  
Executive Director*

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 1,667,200,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 166,720,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value and/or the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

As compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 March 2021, the Directors consider that there could be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed purchases period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing ratio of the Company.

### **3. SOURCE OF FUNDS**

The Company is empowered by the Memorandum and the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Cayman Companies Act, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company, share premium or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The

premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorised by the Articles and subject to Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

#### **4. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

#### **5. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Cayman Companies Act and the Articles.

#### **6. INTENTION TO SELL SHARES**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorised to make repurchases of the Shares.

#### **7. DISCLOSURE OF INTERESTS AND EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or

consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows. Their respective interests as at the Latest Practicable Date is shown under the column “Percentage of shareholding (before repurchase)” while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Repurchase Mandate (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column “Percentage of shareholding (after repurchase)”.

<b>Name</b>	<b>Nature of interest</b>	<b>Total number of Shares held</b>	<b>Percentage of shareholding (before repurchase)</b>	<b>Percentage of shareholding (after repurchase)</b>
Mr. Yip Shek Lun (“ <b>Mr. Alan Yip</b> ”) <i>(Chief executive officer and chairman of the Board)</i>	Interests held jointly with another person <i>(Note 1)</i>	225,260,000	13.51%	12.28%
	Interest in controlled corporation <i>(Note 2)</i> /Interest of spouse <i>(Note 3)</i>	249,120,000	14.94%	13.58%
Ms. Wan Wai Ting (“ <b>Ms. Karin Wan</b> ”)	Interests held jointly with another person <i>(Note 1)</i>	225,260,000	13.51%	12.28%
	Interest in controlled corporation <i>(Note 2)</i> /Interest of spouse <i>(Note 3)</i>	249,120,000	14.94%	13.58%
Mr. Ng Chi Fung (“ <b>Mr. Jeff Ng</b> ”)	Interests held jointly with another person <i>(Note 1)</i>	291,500,000	17.48%	15.89%
	Beneficial owner	182,880,000	10.97%	9.97%
Cooper Global Capital Limited (“ <b>Cooper Global</b> ”)	Beneficial owner	249,120,000	14.94%	13.58%
Ms. Wang Lai Man, Liza (“ <b>Ms. Liza Wang</b> ”)	Interests held jointly with another person <i>(Note 1)</i>	432,000,000	25.91%	23.56%
	Beneficial owner	42,380,000	2.54%	2.31%
Mr. Luk Ting Kwan, Jerry	Interest of spouse <i>(Note 4)</i>	474,380,000	28.45%	25.87%

**APPENDIX I**
**EXPLANATORY STATEMENT  
ON THE REPURCHASE MANDATE**

Name	Nature of interest	Total number of Shares held	Percentage of shareholding (before repurchase)	Percentage of shareholding (after repurchase)
Huayi Brothers International Investment Ltd. ("Huayi Brothers")	Beneficial owner	248,970,000	14.93%	13.58%
HUAYI BROTHERS INTERNATIONAL LIMITED ("Huayi Brothers International")	Interest in controlled corporation (Note 5)	248,970,000	14.93%	13.58%
Huayi Brothers Media Corporation ("Huayi Brothers Media")	Interest in controlled corporation (Note 5)	248,970,000	14.93%	13.58%
HGI GROWTH CAPITAL LIMITED ("HGI Growth")	Beneficial owner	132,720,000	7.96%	7.24%
Mr. Cheung Wing Hon ("Mr. Patrick Cheung")	Interest in controlled corporation (Note 6)	132,720,000	7.96%	7.24%
Ms. Lo Wai Kei	Interest of spouse (Note 7)	132,720,000	7.96%	7.24%
PURE FORCE INVESTMENTS LIMITED ("Pure Force")	Beneficial owner	100,200,000	6.01%	5.46%
Mr. Wong Yuet Yeung Harry ("Mr. Harry Wong")	Interest in controlled corporation (Note 8)	100,200,000	6.01%	5.46%

*Notes:*

1. Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. By the Acting in Concert Confirmation and Undertaking, each of Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang confirmed, inter alia, that they have exercised their voting rights at the meetings of the shareholders and/or directors of members of the Group in unanimity since 1 April 2011 and has undertaken to continue to do so upon the execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing.
2. These Shares are held by Cooper Global, which is owned as to 50.00% by Mr. Alan Yip and 50.00% by Ms. Karin Wan. By virtue of the SFO, Mr. Alan Yip and Ms. Karin Wan are deemed to be interested in the Shares held by Cooper Global.



3. Mr. Alan Yip is the spouse of Ms. Karin Wan. Under the SFO, Mr. Alan Yip is deemed to be interested in all the Shares in which Ms. Karin Wan is interested. Ms. Karin Wan is the spouse of Mr. Alan Yip. Under the SFO, Ms. Karin Wan is deemed to be interested in all the Shares in which Mr. Alan Yip is interested.
4. Mr. Luk Ting Kwan, Jerry is the spouse of Ms. Liza Wang. Under the SFO, Mr. Luk Ting Kwan, Jerry is deemed to be interested in all the Shares in which Ms. Liza Wang is interested.
5. These Shares are held by Huayi Brothers, which is wholly owned by Huayi Brothers International, which is in turn wholly owned by Huayi Brothers Media. By virtue of the SFO, Huayi Brothers International and Huayi Brothers Media are deemed to be interested in the Shares held by Huayi Brothers.
6. These Shares are held by HGI Growth, which is wholly owned by Mr. Patrick Cheung. By virtue of the SFO, Mr. Patrick Cheung is deemed to be interested in the Shares held by HGI Growth.
7. Ms. Lo Wai Kei is the spouse of Mr. Patrick Cheung. Under the SFO, Ms. Lo Wai Kei is deemed to be interested in all the Shares in which Mr. Patrick Cheung is interested.
8. These Share are held by Pure Force, which is wholly owned by Mr. Harry Wong. By virtue of the SFO, Mr. Harry Wong is deemed to be interested in the Shares held by Pure Force.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code (subject to the granting of waiver pursuant to the Takeovers Code) by Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Lisa Wang, who are parties acting in concert pursuant to the Acting in Concert Confirmation and Undertaking and are deemed to hold approximately 28.45% of the issued share capital of the Company as of the Latest Practicable Date, respectively, as well as by Mr. Luk Ting Kwan, Jerry who is also deemed to hold approximately 28.45% of the issued share capital of the Company as at the Latest Practicable Date. However, the Directors do not have a present intention to exercise the Repurchase Mandate to such extent that would give rise an obligation to the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%.

Save as disclosed above, the Directors are not aware of any Shareholders or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases of the shares made pursuant to the Repurchase Mandate.

**8. SHARE PRICES**

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
June	0.024	0.023
July	0.024	0.021
August	0.028	0.023
September	0.028	0.022
October	0.025	0.022
November	0.031	0.022
December	0.030	0.019
<b>2021</b>		
January	0.021	0.020
February	0.027	0.020
March	0.031	0.024
April	0.031	0.025
May	0.029	0.023
June (up to the Latest Practicable Date)	0.033	0.073

No repurchase of Shares had been made by the Company during the 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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## APPENDIX II      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Set out below are biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

### EXECUTIVE DIRECTOR

#### MR. NG CHI FUNG

**Mr. Ng Chi Fung (伍致豐)**, aged 38, was appointed as a Director on 10 January 2014 and was re-designated as an executive Director on 6 February 2014. He has been an executive Director since then. Mr. Ng is also one of the founders of the Group and one of the controlling shareholders of the Company. Mr. Ng is primarily responsible for the overall business administration, sales and marketing and management of the Group.

Mr. Ng graduated from The Wharton School of Finance and Commerce at the University of Pennsylvania in the United States of America (the “**United States**”), with a degree of bachelor of science in economics majoring in finance and accounting in May 2004. Mr. Ng has successfully completed all three levels of the CFA Program organised by the CFA Institute in June 2006.

From August 2004 to December 2005, Mr. Ng worked in McKinsey & Company, a management consulting firm, as a business analyst. In June 2005, Mr. Ng founded a health care company, Home of the Elderly Consultancy Limited, which specialises in providing elderly home referral services to the elderly and their families and has been acting as its chairman and non-executive director since then. Mr. Ng was a non-executive director of AMOS Enterprises Limited, a technology company which focuses on providing and developing innovative solutions on electrical, electronic and information technology. Mr. Ng is the 2014 president of Junior Chamber International Peninsula (Hong Kong), an international organisation for young professionals and entrepreneurs which aims to foster youngsters’ leadership skills, social responsibility, enhance international friendship and build business network. Mr. Ng was a screening committee member of Hong Kong Business Angel Network, a non-profit making organisation with the mission to foster angel investment in Hong Kong.

Mr. Ng is also a director of AdBeyond BVI, AdBeyond HK, COMO BVI, Glo Media HK, iMinds Interactive Holdings Limited (“**iMinds BVI**”) and iMinds Interactive Limited (“**iMinds HK**”), respectively, all of which are wholly-owned subsidiaries of the Company.

Mr. Yip Shek Lun, Mr. Ng, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building approach to reach decisions on an unanimous basis, voted as a group (by themselves and/or through companies controlled by them) on an unanimous basis in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

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## APPENDIX II      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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Save as disclosed, Mr. Ng is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Mr. Ng has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.

Mr. Ng has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a fixed term of one year, and renewable and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination by either party in accordance with the terms of the service agreement. Mr. Ng is entitled to an annual director's fee of HK\$2,380,000 plus payment by the Company of the Hong Kong salaries tax payable by Mr. Ng of each financial year. Mr. Ng is subject to retirement by rotation and re-election at AGM in accordance with the Articles.

As at the Latest Practicable Date, Mr. Ng Chi Fung owns an aggregate of 182,880,000 Shares, representing approximately 10.97% of the issued share capital of the Company. Ms. Wang Lai Man, Liza owns an aggregate of 42,380,000 Shares, representing approximately 2.54% of the issued share capital of the Company. Mr. Yip Shek Lun and Ms. Wan Wai Ting own an aggregate of 249,120,000 Shares through a controlled corporation, representing approximately 14.94% of the issued share capital of the Company. Mr. Yip Shek Lun, Mr. Ng, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Mr. Ng is deemed to be interested in 474,380,000 Shares, representing approximately 28.45% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Mr. Ng does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to Mr. Ng that need to be brought to the attention of the Shareholders.

### **MS. WAN WAI TING**

**Ms. Wan Wai Ting (尹瑋婷)**, aged 38, was appointed as an executive Director on 6 February 2014 and has been holding this position since then. Ms. Wan is also one of the founders of the Group and one of the controlling shareholders of the Company. Ms. Wan is the chief creative director of AdBeyond HK, a wholly-owned subsidiary of the Company. She is responsible for supervising our PRC business development and projects. Ms. Wan is the spouse of Mr. Yip Shek Lun, an executive Director, chief executive officer and chairman of the Board.

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## **APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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Ms. Wan obtained her degree of bachelor of business administration from The Chinese University of Hong Kong in Hong Kong in December 2004. From December 2004 to October 2006, she worked as the marketing executive of AOM Sun Ltd, the sole agent of CITIZEN electronic products, where she was responsible for liaising with advertising agencies, organising promotional activities and analysing marketing strategies.

Ms. Wan is also a director of AdBeyond BVI, AdBeyond HK, COMO BVI and Glo Media HK and the supervisor of AdBeyond GZ, AdBeyond BJ and Glo Media NJ, respectively, all of which are wholly-subsidiaries of the Company. In addition, Ms. Wan is a director of Cooper Global which is one of the controlling shareholders of the Company.

Ms. Wan led the Group in winning several awards throughout the markets in Asia-Pacific and Hong Kong, such as the Marketing Magazine's Marketing Events Award 2016 and the ROI Festival 2016.

Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan and Ms. Wang Lai Man, Liza are persons acting in concert. By the Acting in Concert Confirmation and Undertaking, each of Mr. Yip Shek Lun, Mr. Ng Chi Fung, Ms. Wan and Ms. Wang Lai Man, Liza (a) confirmed that since 1 April 2011, they have adopted a consensus building approach to reach decisions on an unanimous basis, voted as a group (by themselves and/or through companies controlled by them) on an unanimous basis in respect of all corporate matters relating to the financials and operations of the Group at the shareholder and board levels of each member company within the Group, and have been given sufficient time and information to consider and discuss in order to reach consensus; and (b) have undertaken that, upon execution of the Acting in Concert Confirmation and Undertaking and during the period they (by themselves or together with their associates) remain in control of the Group until the Acting in Concert Confirmation and Undertaking is terminated by them in writing, they will maintain the above acting-in-concert relationship.

Save as disclosed, Ms. Wan is not connected with any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed, Ms. Wan has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years and have not held other major appointments and professional qualifications.

Ms. Wan has entered into a service agreement with the Company pursuant to which she has agreed to act as an executive Director for a fixed term of one year, and renewable and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, subject to early termination by either party in accordance with the terms of the service agreement. Ms. Wan is entitled to an annual director's fee of HK\$2,380,000 plus payment by the Company of the Hong Kong salaries tax payable by Ms. Wan of each financial year and bonus on the turnover of China and Global marketing unit led by Ms. Wan. Ms. Wan is subject to retirement by rotation and re-election at AGM in accordance with the Articles.

As at the Latest Practicable Date, Cooper Global, which is owned as to 50% by Mr. Yip and 50% by Ms. Wan Wai Ting, owns 249,120,000 Shares representing approximately 14.94% of the issued share capital of the Company.

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## **APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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As at the Latest Practicable Date, Mr. Ng Chi Fung owns an aggregate of 182,880,000 Shares, representing approximately 10.97% of the issued share capital of the Company. Ms Wang Lai Man, Liza owns an aggregate of 42,380,000 Shares, representing approximately 2.54% of the issued share capital of the Company. Mr. Yip, Mr. Ng Chi Fung, Ms. Wan Wai Ting and Ms. Wang Lai Man, Liza are persons acting in concert and accordingly each of them is deemed to be interested in the Shares held by the others. Accordingly, Ms. Wan is deemed to be interested in 474,380,000 Shares and underlying Shares representing approximately 28.45% of the issued share capital of the Company.

Save as disclosed, as at the Latest Practicable Date, Ms. Wan does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to Ms. Wan that need to be brought to the attention of the Shareholders.

### **NON-EXECUTIVE DIRECTORS**

#### **MS. CHEUNG LAAM**

**Ms. Cheung Laam (張嵐)**, aged 46, was appointed as a non-executive Director on 6 February 2014 and has been holding this position since then. Ms. Cheung is the sister of Mr. Cheung Wing Hon, a former Director.

Ms. Cheung attended The College Economics of The University of Chicago in the United States, and graduated with a degree of bachelor of arts in June 1996. Since December 2010, Ms. Cheung has been the executive director of 諾心食品(上海)有限公司 (Nouxin Food and Production Co. Ltd.), the principal business of which is production, sale and delivery of bakery products in the PRC.

Ms. Cheung is also a director of AdBeyond BVI and AdBeyond HK, respectively, both of which are wholly-owned subsidiaries of the Company.

Ms. Cheung is not related to any other Directors, member of the senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Cheung has entered into a letter of appointment with the Company pursuant to which she has agreed to act as a non-executive Director for a fixed term of one year, and renewable automatically for successive term of one year, subject to early termination by either party in accordance with the terms thereof. Ms. Cheung is entitled to an annual director's fee of HK\$180,000. Ms. Cheung is subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

Save as disclosed, as at the Latest Practicable Date, Ms. Cheung does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

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**APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED AT THE AGM**

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Save as disclosed, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to Ms. Cheung that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### **Guru Online (Holdings) Limited** **超凡網絡(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8121)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Guru Online (Holdings) Limited (the “Company”) will be held at 3:30 p.m. on Friday, 6 August 2021 at 4/F., KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong for the following purposes:

#### **ORDINARY RESOLUTIONS**

As ordinary business to consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of directors of the Company and the independent auditor of the Company for the year ended 31 March 2021;
2. To re-elect Mr. Ng Chi Fung as an executive director of the Company;
3. To re-elect Ms. Wan Wai Ting as an executive director of the Company;
4. To re-elect Ms. Cheung Laam as a non-executive director of the Company;
5. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
6. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the board of directors of the Company to fix the auditor’s remuneration; and
7. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with unissued shares of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (as amended from time to time) (the “GEM Listing Rules”) be and is hereby generally and unconditionally approved;



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## NOTICE OF AGM

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of share or securities of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of shares of the Company upon the exercise of the rights of subscription or conversion under the terms of any warrants, bonds or debentures which may be issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under any share option schemes or similar arrangement adopted by the Company from time to time for the grant or issue to the employees, officers, directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend schemes or similar arrangements providing for allotment and issue of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time; or (v) a specific authority granted by the shareholders of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional

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## NOTICE OF AGM

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entitlements, or having regard to any legal restrictions or obligations under the laws of, or requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws, or the requirements, of any jurisdiction, or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

8. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the number of the issued shares of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

9. **“THAT** conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general and unconditional mandate granted to the directors of the Company to exercise all powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to the resolution set out in resolution 7 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares and securities of the Company purchased or repurchased by the Company pursuant to the authority

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## NOTICE OF AGM

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granted to the directors of the Company under resolution 8 above, provided that such amount shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board  
**Guru Online (Holdings) Limited**  
**Yip Shek Lun**  
*Chairman of the Board,*  
*Chief Executive Officer and*  
*Executive Director*

Hong Kong, 28 June 2021

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Monday, 2 August 2021 to Friday, 6 August 2021, both days inclusive, during which period no transfer of shares can be registered. In order to be entitled to attend and vote at the AGM, all completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 30 July 2021.
5. An explanatory statement containing further details regarding resolution no. 8 above is set out in Appendix I to the circular of the Company dated 28 June 2021.
6. Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the circular of the Company dated 28 June 2021.
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of Company at [www.guruonline.com.hk](http://www.guruonline.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

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## NOTICE OF AGM

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### PRECAUTIONARY MEASURES FOR THE AGM

Due to the outbreak of the novel coronavirus COVID-19 pandemic (the “**Pandemic**”), the Company will implement the following precautionary measures against the Pandemic at the venue of meeting of the AGM (the “**Venue**”) to protect the shareholders of the Company (the “**Shareholders**”) attending the AGM from the risk of infection:

- (i) compulsory body temperature check will be conducted for every Shareholder or his/her proxy at the entrance of the Venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the Venue;
- (ii) every Shareholder or his/her proxy will have to submit a completed health declaration form prior to entry into the Venue;
- (iii) every Shareholder or his/her proxy is required to wear a surgical face mask throughout the AGM. Any person who refuses to follow the aforesaid will not be admitted to the Venue;
- (iv) every Shareholder or his/her proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 14 days of the date of AGM will not be admitted to the Venue;
- (v) no refreshments will be served and no corporate gifts will be given; and
- (vi) if there are more than 50 attendees to the AGM in the Venue, the Company shall separate the attendees in different rooms or partitioned areas, so that each room or partitioned area will have no more than 50 attendees.

To the extent permitted under law, the Company reserves the right to deny entry into the Venue or require any person to leave the Venue so as to ensure the health and safety of the attendees at the AGM.

Furthermore, the Company wishes to strongly advise the Shareholders, particularly the Shareholders who are unwell, subject to quarantine in relation to the Pandemic or unable to travel to attend to AGM, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions to be proposed at the AGM, instead of attending the AGM in person. The Company also encourages the Shareholders to visit the Company’s website and the website of the Stock Exchange for any updates in relation to the AGM that may need to be provided.

*As at the date of this circular, the executive Directors are Mr. Yip Shek Lun, Mr. Ng Chi Fung and Ms. Wan Wai Ting; the non-executive Directors are Mr. Wang Zhong Lei and Ms. Cheung Laam, and the independent non-executive Directors are Mr. Tso Ping Cheong, Brian, Mr. David Tsoi, Mr. Hong Ming Sang and Mr. Lam Tung Leung.*